

<u>Secured Party</u>	<u>Filing Number</u>	<u>Filing Date</u>	<u>Collateral</u>
Mattson Tool & Die Corp.	OH00103962678	6/30/06	Specific equipment.
Mattson Tool & Die Corp.	OH00105904092	8/25/06	Specific equipment.
Mattson Tool & Die Corp.	OH00106220780	9/5/06	Specific equipment.
Mattson Tool & Die Corp.	OH00104998896	7/31/06	Specific equipment.
Mattson Tool & Die Corp.	OH00098006583	1/23/06	Specific equipment.
PME Companies, Inc.	OH00102047829	5/12/06	Specific equipment.
Ameritech Credit Corporation	AP342765	06/06/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Ameritech Credit Corporation	45738	11/16/00	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Ameritech Credit Corporation	45896	12/05/00	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Ameritech Credit Corporation	47341	6/11/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
MHI Injection Molding Machinery, Inc.	40410	2/7/01	Specific equipment *Filed for informational purposes only
Ameritech Credit Corporation	40661	6/8/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Ameritech Credit Corporation	66504	11/16/00	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.

<u>Secured Party</u>	<u>Filing Number</u>	<u>Filing Date</u>	<u>Collateral</u>
Ameritech Credit Corporation	67889	6/8/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Citicorp Vendor Finance, Inc.	D728206	01/02/01	Specific equipment.
*continuation	2005222095-9	12/28/05	
Ameritech Credit Corp.	D761359	04/09/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Ameritech Credit Corp.	D786268	06/15/01	All telecommunications and data equipment, including telephones, modems, switchboards... etc. *Precautionary filing.
Commercial Tool & Die, Inc.	2004078175-1	04/16/04	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?
Commercial Tool & Die, Inc.	2005032193-7	02/17/05	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?
Commercial Tool & Die, Inc.	2005032194-9	02/17/05	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?
Commercial Tool & Die, Inc.	2005032195-1	02/17/05	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?
Commercial Tool & Die, Inc.	2005032196-3	02/17/05	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?



<u>Secured Party</u>	<u>Filing Number</u>	<u>Filing Date</u>	<u>Collateral</u>
Commercial Tool & Die, Inc.	2005032197-5	02/17/05	Specific equipment. *Filed pursuant to Michigan Compiled Laws Sections 445.611 et. seq. – Moldbuilder's lien?
Sky-Tek, LLC	2005044822-6	03/11/05	Specific equipment.
Sky-Tek, LLC	2005044823-8	03/11/05	Specific equipment.
Sky-Tek, LLC	2005044824-0	03/11/05	Specific equipment.
Special Tool & Engineering	2005124578-4	07/13/05	Specific equipment.
*amendment	2005163589-4	09/19/05	Deleted certain specific equipment.
Special Tool & Engineering, Inc.	2005135162-6	07/29/05	Specific equipment.
Reko Tool & Mould (1987) Inc.	2005137679-3	08/02/05	Specific equipment. *Filed in accordance with the Moldbuilders lien.
Kimastle Corporation	2005193021-8	11/07/05	Specific equipment.
Kimastle Corporation	2005193022-0	11/07/05	Specific equipment.
Kimastle Corporation	2005193023-2	11/07/05	Specific equipment.
Kimastle Corporation	2005193024-4	11/07/05	Specific equipment.
Special Tool & Engineering, Inc.	2005202122-4	11/22/05	Specific equipment.
Special Tool & Engineering, Inc.	2006006529-0	01/10/06	Specific equipment.
PME Companies, Inc.	2006089421-1	5/16/06	Specific equipment.
Special Tool & Engineering, Inc.	20060106489-5	6/14/06	Specific equipment.
Special Tool & Engineering, Inc.	2006125958-3	7/19/06	Specific equipment.
Special Tool & Engineering, Inc.	2006136846-9	8/8/06	Specific equipment.

SCHEDULE 11(c)

LOANS

Advances to Tier e Automotive Group for inter-company tax allocation

SCHEDULE 11(g)

LITIGATION

NONE.

SCHEDULE 11(i)

AFFILIATE TRANSACTIONS

Management Services Agreement, dated as of May 27, 1999, by and between Borrower and Blue Point Capital Partners (fka Key Equity Capital Corporation.)

Borrower purchases certain plastic parts from Nescor Plastics in arms-length transactions in the ordinary course of business. Nescor Plastics is 49% owned by Borrower's parent, Tier e Automotive Group, Inc.

SCHEDULE 11(j)

NAMES

Worthington Custom Plastics, Inc

## SCHEDULE 11(n)

## INDEBTEDNESS

Item Purchased	Creditor	Balance as of 9/30/06	Type
2004 Buick Ranier	GMAC	\$2,263.09	Installment loan
2004 Nissan Murano	Nissan Credit Corp	\$1,921.68	Installment loan
Injection Molding Machines	MHI Injection Molding Machinery, Inc.	\$193,636.16	Installment loan
2004 Chevrolet Silverado	GMAC	\$15,808.89	Installment loan
Implementation costs for upgrade to ADP Payroll system	ADP Commercial Leasing, LLC	\$88,546.43	Installment Loan



SCHEDULE 11(p)

PARENT, SUBSIDIARIES AND AFFILIATES

Parent: 100% owned by Tier e Automotive Group, Inc. ("Tier e")

Subsidiary: BAP, LTD - essentially a shell company with no assets except a tax loss carryforward.

Management Services Agreement, dated as of May 27, 1999, by and between Borrower and Blue Point Capital Partners

Borrower purchases certain plastic parts from Nescor Plastics Corporation ("Nescor") in arms-length transactions in the ordinary course of business. Nescor is 49% owned by Borrower's parent, Tier e

SCHEDULE 14(f)

INVESTMENTS

NONE

SCHEDULE 17(a)  
CLOSING DOCUMENT CHECKLIST

LASALLE BUSINESS CREDIT, LLC, as Agent  
LOANS TO  
BLACKHAWK AUTOMOTIVE PLASTICS, INC.

Closing Date: October 4, 2006

CLOSING CHECKLIST

I. PARTIES

- A. LaSalle Business Credit, LLC ("Agent")  
2600 West Big Beaver  
Mail Code: M0900-345  
Troy, MI 48084  
Attention: William J. Stewart, First Vice President  
Tel: 248-822-5854  
Fax: 248-822-5809  
E-mail Address: [william.stewart@abnamro.com](mailto:william.stewart@abnamro.com)
- B. Blackhawk Automotive Plastics, Inc. ("Borrower")  
800 Pennsylvania Avenue  
Salem, OH 44460  
Attn: Clifford W. Crowley  
Tel: 330-332-6344  
Fax: 330-332-6568  
E-mail Address: [cwcroley@blackhawkplastics.com](mailto:cwcroley@blackhawkplastics.com)

II. COUNSEL TO PARTIES

- A. Agent:  
Vedder, Price, Kaufman & Kammholz, P.C. ("VP")  
222 North LaSalle Street, Suite 2600  
Chicago, Illinois 60601  
  
Attn: Matthew T. O'Connor  
(312) 609-7539 (Telephone)  
(312) 609-5005 (Facsimile)  
E-Mail Address: [moconnor@vedderprice.com](mailto:moconnor@vedderprice.com)  
  
Attn: David P. Kaminski  
(312) 609-7873 (Telephone)  
(312) 609-5005 (Facsimile)  
E-Mail Address: [dkaminski@vedderprice.com](mailto:dkaminski@vedderprice.com)

B. Borrower:

Kirkland & Ellis LLP ("KE")  
200 East Randolph Street  
Chicago, IL 60601

Attn: Christopher Butler  
(312) 861-2298 (Telephone)  
(312) 861-2200 (Facsimile)  
E-Mail Address: [cbutler@kirkland.com](mailto:cbutler@kirkland.com)

Attn: Richard Radney  
(312) 861-3230 (Telephone)  
(312) 861-2200 (Facsimile)  
E-Mail Address: [rradnay@kirkland.com](mailto:rradnay@kirkland.com)

Attn: Patricia Betterly  
(212) 446-4804 (Telephone)  
(212) 446-4900 (Facsimile)  
E-Mail Address: [pbetterly@kirkland.com](mailto:pbetterly@kirkland.com)

Terms used herein that are not otherwise defined have the meaning ascribed to such terms in the Loan Agreement referenced below.

## III. OPERATIVE DOCUMENTS

		<u>Responsibility</u>
A.	LOAN AGREEMENT AND ANCILLARY AGREEMENTS	
	1. Loan and Security Agreement ("Loan Agreement")	VP
	a. <u>Exhibits</u>	
	(i) Exhibit A - Business and Collateral Locations (ii) Exhibit B - Compliance Certificate (iii) Exhibit C - Commercial Tort Claims (iv) Exhibit D - Form of Assignment and Acceptance Agreement	
	b. <u>Schedules</u>	
	(i) Schedule 1 - Permitted Liens (ii) Schedule 11 (c) - Loans (iii) Schedule 11 (g) - Litigation (iv) Schedule 11 (i) - Affiliate Transactions (v) Schedule 11(j) - Names (vi) Schedule 11 (n) - Indebtedness (vii) Schedule 11 (p) - Parent, Subsidiaries and Affiliates (viii) Schedule 14(f) - Investments (ix) Schedule 17(a) - Closing Document Checklist	
	2. Revolving Notes in favor of:	VP
	a. LaSalle Business Credit, LLC (\$15,000,000)	
	b. Citizens Banking Corp. (\$15,000,000)	
	3. Term Loan A Notes in favor of:	VP
	a. LaSalle Business Credit, LLC (\$5,000,000)	
	b. Citizens Banking Corp. (\$5,000,000)	
	4. Term Loan B Notes in favor of:	
	a. LaSalle Business Credit, LLC (\$750,000)	
	b. Citizens Banking Corp. (\$750,000)	



		<u>Responsibility</u>
	5. Trademark Security Agreement, together with Schedules thereto	VP
	6. Patent Security Agreement, together with Schedules thereto	VP
	7. Guaranty of Tier e Automotive Group, Inc. ("Parent")	VP
	8. Pledge Agreement from Parent with respect to all outstanding capital stock of Borrower, together with Schedules thereto and:	VP
	a. Stock Powers	VP
	b. Stock Certificate	Borrower
	9. Limited Guaranty of Key Equity Capital Corp. ("Key" and together with "Parent", the "Guarantors")	VP
	10. Certificate of Officer of Borrower attesting to true and complete copies of sale-leaseback documents, in form and substance reasonably acceptable to Agent and Lenders	Borrower
	11. Officer's Certificate of the Borrower certifying to the following:	Borrower (form provided by VP)
	a. Accuracy of Representations and Warranties	
	b. No Event Default or Unmatured Event of Default	
	c. Such other matters as Agent reasonably requests	
	12. Solvency Certificate together with:	Borrower (form provided by VP)
	a. Pro Forma Balance Sheets for Borrower on a consolidated and consolidating basis giving effect to financings; and	
	b. Projections for Borrower on a consolidated and consolidating bases	
	13. Opinion of Borrower's and Guarantors' Counsel	KE
<b>B.</b>	<b>REAL ESTATE DOCUMENTS</b>	
	14. Mortgage/Deed of Trust for the parcel of real property described on <u>Schedule A</u> hereto (the "Mortgaged Property")	VP

		<u>Responsibility</u>
	15. Landlord Waivers for the parcels of real property described on <u>Schedule B</u> hereto	Borrower (form provided by VP)
	16. Bailee Agreements for all bailee/warehouse locations where inventory of Borrower is located	[Requirement waived by Agent]
	17. Environmental Indemnity Agreement with respect to the Mortgaged Property	VP
	18. Environmental Assessment satisfactory to Agent	Agent
	19. An ALTA Loan Title Insurance Policy, issued by an insurer acceptable to the Agent, insuring the Agent's lien on the Mortgaged Property and containing such endorsements as the Agent may reasonably require	Borrower
	20. Copies of all documents of record concerning the Mortgaged Property as shown on the commitment for each ALTA Loan Title Insurance Policy referred to above	Borrower
	21. A flood certification for the Mortgaged Property	Borrower
	22. If required pursuant to the applicable flood certification, flood insurance policy for the Mortgaged Property N/A	Borrower
	23. ALTA Survey for the Mortgaged Property	Borrower
	24. An Appraisal and Appraisal Report for the Mortgaged Property satisfactory to Agent	Borrower
<b>C.</b>	<b>UCC SEARCHES AND FILINGS</b>	
	25. UCC, Tax Lien, Judgment and Pending Litigation Searches for Borrower in the following jurisdictions:	VP
	a. Delaware b. Ohio c. Columbiana County, Ohio d. Wyandot County, Ohio e. Warren County, Ohio f. Mahoning County, Ohio g. Michigan h. Oakland County, Michigan	



		<u>Responsibility</u>
	26. UCC Fixture Financing Statements with respect to the Mortgaged Property to be filed in the counties described on <u>Schedule A</u> hereto	VP
	27. Pre-filing authorization for UCC-1 Financing Statement for Borrower to be filed with the Delaware Secretary of State	VP
	28. UCC-1 Financing Statement for Borrower to be filed with the Delaware Secretary of State	VP
	29. UCC Financing Statement for each Guarantor with respect to Stock Pledge	VP
<b>D.</b>	<b>ITEMS RELATING TO INSURANCE</b>	
	30. Certificate(s) of Insurance for Borrower (and covering the Mortgaged Property) together with copies of all insurance policies	Borrower
	31. Lenders' loss payable clause for all property and casualty insurance showing LaSalle Business Credit, LLC, as Agent, as lender's loss payee, together with sole loss payee letter to Agent	Borrower (form provided by VP)
	32. Assignment of Business Interruption Insurance Policy	Borrower
<b>E.</b>	<b>AUTHORIZING DOCUMENTS</b>	
	33. Secretary's Certificate for Borrower attaching and certifying as to (i) Certificate of Incorporation, certified by the Delaware Secretary of State as of a recent date, (ii) By-Laws, (iii) Authorizing Resolutions and (iv) Incumbency of Officers	Borrower (form provided by VP)
	34. Good Standing Certificate (or equivalent) for Borrower from each of the following jurisdictions:	Borrower
	a. Delaware	
	b. Ohio	
	c. Michigan	
	35. Good Standing Certificate of Parent from Delaware Secretary of State	Borrower

		<u>Responsibility</u>
	36. Secretary's Certificate for Parent attaching and certifying as to (i) Certificate of Incorporation, certified by the Delaware Secretary of State as of a recent date, (ii) By-Laws, (iii) Authorizing Resolutions and (iv) Incumbency of Officers	Borrower
<b>F.</b>	<b>CASH MANAGEMENT; LOAN MANAGEMENT; LETTER OF CREDIT DOCUMENTS</b>	
	37. Deposit Account Control Agreements with each of the banks set forth on <u>Schedule C</u> hereto with respect to each deposit account	Borrower (form provided by VP)
	38. Controlled Disbursement Services Agreement	VP
	39. Form of Daily Loan Request Form	VP
	40. Wire Transfer Security Procedures – Telephone	VP
	41. Waiver Agreement	VP
	42. LaSalle Lock Box and Blocked Account Agreement (with respect to tri-party agreement among Borrower, Agent and LaSalle Bank National Association)	VP
	43. Collateral Report Authorization Letter	VP
	44. Master Letter of Credit Agreement	VP
<b>G.</b>	<b>PAYOFF AND DISBURSEMENT DOCUMENTS</b>	
	45. Authorization to Disburse Loan Proceeds	Borrower (form provided by VP)
	46. Payoff letter from LaSalle Bank, N.A. regarding satisfaction of existing credit facility	Borrower
	47. UCC Termination Statements pertaining to satisfaction of existing credit facility with LaSalle Bank, N.A., for the following jurisdiction(s):	Borrower
	a. Delaware [Others TBD]	
<b>H.</b>	<b>OTHER</b>	
	48. Accountant's Reliance Letter	VP
	49. Sarbanes Oxley Approval Memorandum	VP/Agent

		<u>Responsibility</u>
	50. Post-Closing Agreement (if applicable)	VP
	51. Fee Side Letter	VP
	52. Appraisal Reliance Letter	Agent

SCHEDULE A

MORTGAGED PROPERTY

1. 500 N. Warpole Street  
Upper Sandusky, OH 43351  
County: Wyandot



## SCHEDULE B

LOCATIONS OF LEASED REAL PROPERTY

<u>Location</u>	<u>Lessor</u>
300 Benton Road Salem, OH	Penny Lippiatt
3900 South State Route 741 Lebanon, OH 45036	K.P. Properties of Ohio LLC 8340 Carolines Trail Cincinnati, OH 45242
800 Pennsylvania Avenue Salem, OH 44460 County: Columbiana	Stag Capital Partners
4219 Route 42 Mason, OH 45040 County: Warren	Stag Capital Partners
960 Deneen Ave. Monroe, OH 45050	K.P. Properties of Ohio LLC 8340 Carolines Trail Cincinnati, OH 45242
101 S. 15th Street Sebring, OH	Zee Tech Warehousing, Inc. 101 S. 15th St. Sebring, OH 44672
1111 W. Long Lake Road Troy, MI [WAIVED BY LASALLE -- SALES OFFICE]	N/A

SCHEDULE C

BANK ACCOUNTS

<u>Bank</u>	<u>Account Number</u>	<u>Type of Account</u>	<u>Type of Account Agreement</u>
-------------	-----------------------	------------------------	----------------------------------

Bank One

629436544			
629436536			

LaSalle Bank

5800339623			
5590055777			
5800339631			
5590090261			
5590091889			